

Alan W. Kornberg
Jeffrey D. Saferstein
Philip A. Weintraub
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019-6064
Telephone: (212) 373-3000
Facsimile: (212) 757-3990

Proposed Counsel to the Debtors
and the Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re: : Chapter 11
: :
HOUGHTON MIFFLIN : Case No. 12-12171(REG)
HARCOURT PUBLISHING COMPANY, *et al.*,¹ :
: Jointly Administered
Debtors. :
----- X

**NOTICE OF FILING OF THE FINAL DIP ORDER AUTHORIZING
DEBTORS TO OBTAIN POSTPETITION FINANCING, USE OF CASH
COLLATERAL AND RELATED RELIEF ON A FINAL BASIS**

PLEASE TAKE NOTICE that on May 21, 2012 (the “**Petition Date**”),
the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed
the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors*
(A) to Obtain Postpetition Secured Superpriority Financing Pursuant to 11 U.S.C. §§

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Houghton Mifflin Harcourt Publishing Company (6030), Houghton Mifflin Harcourt Publishers Inc. (7305), HMH Publishers, LLC (7173), Houghton Mifflin Holding Company, Inc. (2898), Houghton Mifflin, LLC (2961), Houghton Mifflin Finance, Inc. (2812), Houghton Mifflin Holdings, Inc. (0674), HM Publishing Corp. (5843), Riverdeep Inc., a Limited Liability Company (9612), Broderbund LLC (6113), RVDP, Inc. (2557), HRW Distributors, Inc. (4902), Greenwood Publishing Group, Inc. (4537), Classroom Connect, Inc. (3282), ACHIEVE! Data Solutions, LLC (7499), Steck-Vaughn Publishing LLC (6929), HMH Supplemental Publishers Inc. (7571), HMH Holdings (Delaware), Inc. (6372), Sentry Realty Corporation (6742), Houghton Mifflin Company International, Inc. (9100), The Riverside Publishing Company (0173), Classwell Learning Group Inc. (9252), Cognitive Concepts, Inc. (5986), Edusoft (9992), and Advanced Learning Centers, Inc. (2861).

*105(a), 362, 364(c)(1), 364(c)(2), 364(c)(3) and 364(d); (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection to Prepetition Secured Creditors Pursuant to 11 U.S.C. §§ 361, 363, 364 and 507, (III) Granting Certain Protective Relief with Regard to the Fee Letters Relating to the DIP/Exit Facilities, and (IV) Scheduling a Final Hearing on Debtor-In-Possession and Exit Financing Pursuant to Bankruptcy Rules 4001(b) and (c) [Docket No. 20] (including accompanying exhibits, the “**DIP Motion**”).*

PLEASE TAKE FURTHER NOTICE that, on May 22, 2012, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered an order approving the relief requested in the DIP Motion on an interim basis [Docket No. 35] (the “**Interim DIP Order**”).

PLEASE TAKE FURTHER NOTICE that in connection with the Debtors’ DIP Motion, the Debtors request entry of a final order approving the relief requested in the DIP Motion on a final basis (the “**Proposed Final DIP Order**”).

PLEASE TAKE FURTHER NOTICE that on June 21, 2012 at 9:45 a.m. (EST) the Debtors will present the Proposed Final DIP Order, or a revised version thereof, to the Honorable Robert E. Gerber, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Room 621, One Bowling Green, New York, New York 10004-1408. The Proposed Final DIP Order is attached hereto as Exhibit 1 and a comparison of the Proposed Final DIP Order against the Interim DIP Order is attached hereto as Exhibit 2.

Dated: New York, New York
June 15, 2012

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

By: /s/ Jeffrey D. Saferstein

Alan Kornberg
(akornberg@paulweiss.com)
Jeffrey D. Saferstein
(jsaferstein@paulweiss.com)
Philip Weintraub
(pweintraub@paulweiss.com)
1285 Avenue of the Americas
New York, New York 10019-6064
Telephone: (212) 373-3000
Facsimile: (212) 757-3990

Proposed Counsel to the Debtors and
Debtors-in-Possession